

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

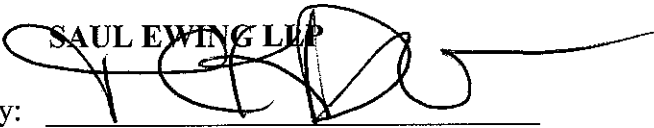
In re: : Chapter 11  
: :  
W.R. GRACE & CO., *et al.*, : Case No. 01-1139 (JKF)  
: :  
Debtors. : (Jointly Administered)

**NO ORDER REQUIRED  
CERTIFICATION OF NO OBJECTION TO THE SEVENTH QUARTERLY FEE  
APPLICATION OF SAUL EWING LLP, CO-COUNSEL TO THE OFFICIAL  
COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
OCTOBER 1, 2010 THROUGH DECEMBER 31, 2010  
[RE: DOCKET NO. 26287]**

On February 15, 2011, Saul Ewing LLP ("Saul Ewing"), co-counsel to the Official Committee of Equity Security Holders, filed its Seventh Quarterly Fee Application for Compensation and Reimbursement of Expenses [Docket No. 26287] (the "Application"). The Application provided an objection deadline of 4:00 p.m. (Eastern Standard Time) on March 7, 2010. The undersigned hereby certifies that she has received no answer, objection or any responsive pleading with respect to the Application and that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Amended Administrative Order Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 19, 2002, the Debtors are authorized to pay Saul Ewing \$20,452.00 which represents eighty percent (80%) of the total fees (\$25,565.00), and \$497.89, which represents 100% of the

expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

By:   
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Co-Counsel to the Official Committee of  
Equity Security Holders

Dated: March 10, 2011